

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re INDYMAC MORTGAGE-BACKED  
SECURITIES LITIGATION

Master Docket No. 09-Civ. 04583 (LAK)  
ECF CASE

This Document Relates To:  
ALL ACTIONS

**NOTICE OF SETTLEMENT CLASS REPRESENTATIVES' COUNSEL'S MOTION  
FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that Settlement Class Representatives<sup>1</sup> ("Plaintiffs' Counsel"),<sup>2</sup> hereby move this Court before the Honorable Lewis A. Kaplan, for an order approving their application (1) for an aggregate award of attorneys' fees of \$44,890,000, or 12.974% of the \$346 million Global Settlement Fund,<sup>3</sup> plus interest, and reimbursement of Additional Litigation Expenses of \$2,971,114.16 to be paid out of the Global Settlement Fund;

---

<sup>1</sup> All capitalized terms not otherwise defined herein have the same meaning as set forth in (i) the Amended Stipulation and Agreement of Settlement, dated September 19, 2014 and filed on September 22, 2014 ("Underwriter Defendant Stipulation") (ECF No. 539-1); and (ii) the Amended Stipulation and Agreement of Partial Settlement, dated and filed July 31, 2012 ("Individual Defendant Stipulation") (ECF No. 365-1). Unless otherwise noted, the phrase "Individual Defendant" has been added to all defined terms in the Individual Defendant Stipulation to distinguish the settlement with the Individual Defendants from that with the Underwriter Defendants.

<sup>2</sup> "Plaintiffs' Counsel" includes Lead Counsel and "Additional Plaintiffs' Counsel," which include the law firms of Cohen Milstein Sellers & Toll PLLC; Cohen, Placitella & Roth, P.C.; Kohn, Swift & Graf, P.C.; Lieff Cabraser Heimann & Bernstein, LLP; Schnader Harrison Segal & Lewis, LLP; Trujillo Rodriguez & Richards, LLC; Wolf Haldenstein Adler Freeman & Herz LLP; and Zwerling, Schachter & Zwerling, LLP.

<sup>3</sup> "Global Settlement Fund" refers to \$346 million settlement, including the \$340 million settlement with the Underwriter Defendants (the "Underwriter Defendant Settlement") and the \$6 million from the Settled Individual Defendants (hereinafter the "Individual Defendants") (the "Individual Defendant Settlement") (together, the "Underwriter Defendant Settlement" and the "Individual Defendant Settlement" are referred to as the "Settlements").



(2) for reimbursement of certain of Lead Plaintiffs' reasonable costs and expenses in the amounts of \$14,050 and \$13,675 to Lead Plaintiffs, the Wyoming State Treasurer and Wyoming Retirement System, respectively, pursuant to the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 77z-1 (a)(4); and (3) for an order approving a proportional allocation of any Court awarded fee and expenses between the Individual Defendant Settlement and Underwriter Defendant Settlement.

PLEASE TAKE FURTHER NOTICE that in support of the motion, Lead Plaintiffs submit and are filing herewith: (1) Memorandum of Law in Support of Settlement Class Representatives' Counsel's Motion For Attorneys' Fees and Reimbursement of Expenses; (2) the Declaration of Patrick T. Egan in Support of Lead Plaintiffs' Motion For Final Approval of Class Action Settlement and Plan of Allocation and Motion For Attorneys' Fees and Reimbursement of Litigation Expenses;<sup>4</sup> (3) the Affidavit of Jason Rabe Regarding Notice Administration; (4) the Declaration of Elizabeth Anderson, General Counsel of the Wyoming State Treasurer, in Support of Final Approval of the Underwriter Defendant Settlement, Reimbursement of Certain of Lead Plaintiffs' Reasonable Costs and Expenses Incurred in Representation of the Class, and an Award of Attorneys' Fees and Reimbursement of Expenses; (5) the Declaration of Benjamin Brandes, Chief Legal Officer of the Wyoming Retirement System, in Support of Final Approval of the Underwriter Defendant Settlement, Reimbursement of Certain of Lead Plaintiffs' Reasonable Costs and Expenses Incurred in Representation of the Class, and an Award of Attorneys' Fees and Reimbursement of Expenses; and (6) the Declarations of Plaintiffs' Counsel in Support of Settlement Class Representatives Counsels' Motion For Attorneys' Fees and Reimbursement of Expenses.

---

<sup>4</sup> The declarations are being submitted it the Court in a Compendium of Declarations.



The proposed order will be submitted with Lead Plaintiffs' reply submission on or before January 27, 2015.

Dated: December 30, 2014

Respectfully submitted,

**BERMAN DEVALERIO**

By: /s/ Nicole Lavallee

Joseph J. Tabacco, Jr. (JJT-1994)  
Nicole Lavallee (admitted *pro hac vice*)  
Anthony D. Phillips (admitted *pro hac vice*)  
One California Street Suite 900  
San Francisco, California 94111  
Telephone: (415) 433-3200  
Facsimile: (415) 433-6382  
jtabacco@bermandevalerio.com  
nlavallee@bermandevalerio.com  
aphillips@bermandevalerio.com

Patrick T. Egan (PE-6812)  
One Liberty Square  
Boston, Massachusetts 02109  
Telephone: (617) 542-8300  
Facsimile: (617) 542-1194  
pegan@bermandevalerio.com

***Class Counsel, Counsel for Lead Plaintiffs, the  
Wyoming State Treasurer and Wyoming  
Retirement System, and Counsel for Settlement  
Class Representative the Los Angeles County  
Employees Retirement Association***



Joseph C. Kohn  
Denis F. Sheils (DS-8374)  
William E. Hoese  
**KOHN, SWIFT & GRAF, P.C.**  
One South Broad Street, Suite 2100  
Philadelphia, PA 19107  
Telephone: (215) 238-1700  
Facsimile: (215) 238-1968  
JKohn@koh Swift.com  
DSheils@koh Swift.com  
WHoese@koh Swift.com

Lawrence P. Kolker  
Gregory M. Nespole  
**WOLF HALDENSTEIN ADLER FREEMAN &  
HERZ LLP**  
270 Madison Avenue  
New York, New York 10016  
Telephone: (212) 545-4600  
Facsimile: (212) 545-4653  
Kolker@whafh.com  
Nespole@whafh.com

*Counsel for Settlement Class Representative  
Police and Fire Retirement System of the City of  
Detroit*

Kenneth I. Trujillo  
Ira N. Richards  
**SCHNADER HARRISON SEGAL & LEWIS,  
LLP**  
1600 Market Street, Suite 3600  
Philadelphia, PA 19103  
Telephone: (215) 751-2503  
irichards@schnader.com



Stewart L. Cohen  
Jacob A. Goldberg  
Jillian A. S. Roman  
**COHEN, PLACITELLA & ROTH, P.C.**  
Two Commerce Square, Suite 2900  
2001 Market Street  
Philadelphia, PA 19103  
Telephone: (215) 567-3500  
Facsimile: (215) 567-6019  
scohen@cprlaw.com  
jgoldberg@cprlaw.com  
JRoman@cprlaw.com

*Counsel for Settlement Class Representative City  
of Philadelphia Board of Pensions and Retirement*

Richard M. Heimann  
Joy A. Kruse  
**LIEFF CABRASER HEIMANN &  
BERNSTEIN, LLP**  
Embarcadero Center West  
275 Battery Street, Suite 2900  
San Francisco, CA 94111-3339  
Telephone: (415) 956-1000  
Facsimile: (415) 956-1008  
rheimann@lchb.com  
jakruse@lchb.com

John L. Gadow  
**STOVER, GADOW AND TYLER, PLLC**  
775 East Fortification Street  
Jackson, MS 39202  
Telephone: (601) 949-5000  
john.gadow@sgtlawfirm.com

*Counsel for Settlement Class Representative  
Public Employees' Retirement System of  
Mississippi*



Robin F. Zwerling  
Jeffrey C. Zwerling  
Justin M. Tarshis  
**ZWERLING, SCHACHTER  
& ZWERLING, LLP**  
41 Madison Avenue, 32nd Floor  
New York, NY 10010  
Telephone: (212) 223-3900  
Facsimile: (212) 371-5969  
rzwerling@zsz.com  
jzwerling@zsz.com  
jtarshis@zsz.com

***Counsel for Settlement Class Representative the  
General Retirement System of the City of Detroit***

Joel P. Laitman  
Christopher Lometti  
Julie Goldsmith Reiser  
Daniel B. Rehns  
Kenneth M. Rehns  
**COHEN MILSTEIN SELLERS &  
TOLL PLLC**  
88 Pine Street, Fourteenth Floor  
New York, NY 10005  
Telephone: (212) 838-7797  
jlaitman@cohenmilstein.com  
clometti@cohenmilstein.com  
jreiser@cohenmilstein.com  
drehns@cohenmilstein.com  
krehns@cohenmilstein.com

***Counsel for Settlement Class Representative Iowa  
Public Employees' Retirement System***